



3-064A024

TTX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

THOMAS D. MARION
TREASURER

DIRECT LINE (312) 984-3821

March 4, 1993

18061-A
MAR 5 1993 - 3 10 PM
INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of February 11, 1993, a secondary document
supplementing the Manufacturing Agreement dated
as of December 9, 1992.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago Heights, IL 60411

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
Single-unit double-stack container cars.	FCA	500	DTTX	54700-55199

Sidney L. Strickland, Jr.
March 3, 1993
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

Manufacturing Agreement dated December 9, 1992, recorded on December 30, 1992, recordation number 18061.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 500 single-unit double-stack container cars numbered 54700-55199".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

18061-a

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of February 11, 1993, between THRALL CAR MANUFACTURING (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 9, 1992 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING

By:

George S. Mohally
Vice President

(Corporate Seal)

ATTESTATION:

Michael Casey
Assistant Secretary

TTX COMPANY

By:

Tom Manon
Treasurer

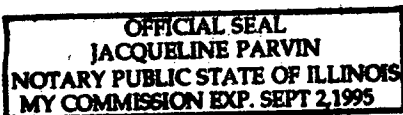
(Corporate Seal)

ATTESTATION:

A. J. Burton
Assistant Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 17th day of February 1993, before me personally appeared George S. McNally, to me personally known, who, being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

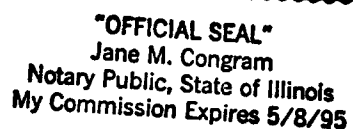


Jacqueline Parvin
Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 11 day of February, 1993, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jane M. Congram
Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

THRALL CAR MANUFACTURING
(Manufacturer)

TTX COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	500	54700-55199			May-Aug. '93	T-4092-

Item 2: November 30, 1993

Item 3: To be determined.

Item 4: 2521 State Street
Chicago Heights, IL 60411

* Single-unit double-stack container cars. TTX Company General Specification No. 68-43-011586, dated January 15, 1986, revised September 9, 1992 and TTX Supplemental Specification NO. 68-43-032490 issued March 24, 1990, revised April 27, 1992. Thrall specification FC-069-92Q137.

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